



Good Governance Guide: No. 3.1

Category: Minutes

Subject: Minutes Taking at Board and Committee Meetings

Source: Chartered Secretaries Malaysia

Minutes are a record of the proceedings that transpired during a meeting, be it a Board, Committee or members' meeting. Once the minutes of a meeting are signed by the Chairman and entered into the statutory books kept for this purpose, they become prima facie evidence of the proceedings of the meeting to which they relate.

The proper recording of minutes is therefore important. Below are some points to note while recording minutes of meetings.

1. Ensure that there is adequate material or equipment available for recording the discussions and decisions of the meeting, eg. note pads, laptop computer, tape recorder (if permitted by the meeting).
2. Familiarise yourself with the following before the meeting commences:
 - agenda of the meeting and matters to be discussed.
 - names of persons present during the Board and Committee meetings to enable accurate recording of what was stated and by whom, if necessary.
3. Ensure that the following key elements in relation to the meeting are recorded:
 - Name of the Organisation
 - Type of meeting – eg. Board Meeting. Committee Meeting.
 - Date of meeting
 - Time when meeting commenced
 - Venue of meeting including name of Boardroom, if applicable
 - List of those who were present and absent at the previous meeting
4. Record decisions taken and major points raised during the meeting. It is not necessary to record every single word that was uttered during the meeting.
5. If a resolution was unanimously adopted, it should be stated as such in the minutes. The minutes should also record dissents received for a proposal, if there were any before a resolution was adopted, including the method for adopting the resolution and result of the voting.
6. Subsequent to the meeting, draft the minutes in the form acceptable by the Board or Committee and forward to Chairman of Board or Committee for approval within a week of the meeting.



7. Once approved by the Chairman of the meeting, the "Chairman Approved" Minutes should then be circulated to all those who attended the meeting, including management to take the follow up action as required.
 8. Note that Section 156 of the Companies Act, 1965 provides that "minutes of all proceedings of general meetings and of meetings of its directors and of its managers to be entered in books kept for that purpose within fourteen (14) days of the date upon which the relevant meeting was held".
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